

ARTS WAY MANUFACTURING CO INC  
Form 8-K  
April 29, 2013

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**FORM 8-K**

Current Report Pursuant to Section 13 OR 15(d)  
of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **April 25, 2013**

**ART S-WAY MANUFACTURING CO., INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or other  
jurisdiction of  
incorporation)

**000-05131**

(Commission File Number)

**42-0920725**

(IRS Employer

Identification No.)

**5556**

**Highway 9**

**Armstrong,  
Iowa 50514**  
(Address of  
principal  
executive  
offices)  
(Zip Code)

**(712)  
864-3131**  
(Registrant's  
telephone  
number,  
including  
area code)

Not  
Applicable  
(Former  
name or  
former  
address, if  
changed  
since last  
report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 5.07 Submission of Matters to a Vote of Security Holders.**

The Company held its 2013 Annual Meeting of Stockholders on April 25, 2013. At the meeting:

1. Stockholders elected seven nominees to the Company's Board of Directors to hold office until the next annual meeting or until their successors are elected and qualified;
2. Stockholders ratified the selection of Eide Bailly LLP as the Company's independent registered public accounting firm for the fiscal year ending November 30, 2013;
3. Stockholders approved, on a non-binding and advisory basis, the compensation of the named executive officer; and
4. Stockholders recommended, on a non-binding and advisory basis, a one-year frequency for the vote on named executive officer compensation.

The voting results for each such matter were as follows:

1. Election of Directors:

| Nominee:               | Broker Non-Votes: |           |
|------------------------|-------------------|-----------|
|                        | For:              | Withheld: |
| J. Ward McConnell, Jr. | 2,401,457         | 1,053,227 |
| Marc H. McConnell      | 2,405,998         | 1,053,227 |
| Thomas E. Buffamante   | 2,442,997         | 1,053,227 |
| David R. Castle        | 2,442,997         | 1,053,227 |
| Joseph R. Dancy        | 2,442,197         | 1,053,227 |
| James Lynch            | 2,441,397         | 1,053,227 |
| Douglas McClellan      | 2,442,997         | 1,053,227 |

2. Ratification of Selection of Eide Bailly LLP as the Company's independent registered public accounting firm for the fiscal year ending November 30, 2013:

|           |                   |
|-----------|-------------------|
| Against:  | Broker Non-Votes: |
| For:      | Abstain:          |
| 3,153,304 | 342,972           |
| 8,111     | 0                 |

3. Approval, on a non-binding and advisory basis, of named executive officer compensation:

|           |                   |
|-----------|-------------------|
| Against:  | Broker Non-Votes: |
| For:      | Abstain:          |
| 2,381,084 | 30,424            |
| 39,651    | 1,053,228         |

4. Recommendation, on a non-binding and advisory basis, of the frequency of the vote on named executive officer compensation:

|            |              |          |                   |
|------------|--------------|----------|-------------------|
| Two years: | Three years: | Abstain: | Broker Non-Votes: |
| One year:  |              |          |                   |
| 2,391,317  | 17,506       | 34,181   | 8,155             |
|            |              |          | 1,053,228         |

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**ART S-WAY MANUFACTURING CO., INC.**

Dated: April 29, 2013

By: /s/ Carrie L. Majeski  
Carrie L. Majeski

President, Chief Executive Officer, and interim Chief Financial Officer